

PERSEUS GLOBAL OPPORTUNITY FUND, LP.  
SUBSCRIPTION AGREEMENT

**ANNEX A: QUESTIONNAIRE**

**7. Related Party Data.**

- (a) To the best of the Subscriber's knowledge, does the Subscriber control, or is the Subscriber controlled by or under common control with, any other subscriber for Interests in, or a Partner of, the Company?

☒ Yes

☐ No

- (b) Will any other person or entity have a beneficial interest in the Interests to be acquired (other than as a shareholder, partner, member or other beneficial owner of interests in the Subscriber)?

☐ Yes

☒ No

*If the answer to any question in this Paragraph 7 is "Yes," please contact Constellation Capital Management LLC before returning your Subscription Agreement.*

**8. Rule 506 Qualification Representations**

Rule 506(d) of Regulation D under the Securities Act disqualifies securities offerings from reliance on the private placement exemption of Rule 506 if certain persons who are involved in such offerings are subject to certain conditions. The Subscriber's responses to the following questions will be used by the General Partner in determining the Subscriber's suitability for an investment in the Company. In addition, the General Partner may use the Subscriber's responses in determining the Company's compliance with Rule 506.

- A. By checking each applicable box below, the Subscriber hereby represents that EACH of the following statements is true and correct with respect to the Subscriber and each other individual or entity that, directly or indirectly, has the power to vote or dispose of, or to direct the voting or disposition of, the Investor's interest in the Company (such individual and entities, collectively with the Subscriber, the "Subscriber Covered Persons"). Check all that apply. *If any of the statements is not true, check clause (j) and follow the instructions provided in that clause.*

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- (a) During the preceding ten (10) years, no Subscriber Covered Person has been convicted of any felony or misdemeanor (i) in connection with the purchase or sale of any security (ii) involving the making of false statements to the SEC or (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities.

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- (b) No Subscriber Covered Person is subject to any order, judgment or decree of any court of competent jurisdiction, entered within the past five years, that restrains or enjoins such Subscriber Covered Person from engaging or continuing to engage in any conduct or practice: (i) in connection with the purchase or sale of any security; (ii) involving the making of any false filing with the SEC; or (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser or paid solicitor of purchasers of securities.

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- (c) No Subscriber Covered Person is subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations, or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the



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U.S. Commodity Futures Trading Commission (the "CFTC"); or the National Credit Union Administration that: (i) bars such Subscriber Covered Person from (x) association with an entity regulated by such commission, authority, agency, or officer; (y) engaging in the business of securities, insurance or banking; or (z) engaging in savings association or credit union activities; or (ii) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative, or deceptive conduct entered within the past ten years.

- ☒ (d) No Subscriber Covered Person is subject to an order of the SEC entered pursuant to Section 15(b) or 15B(c) of the Securities Exchange Act or Section 203(e) or (f) of the Investment Advisers Act that: (i) suspends or revokes such Subscriber Covered Person's registration as a broker, dealer, municipal securities dealer or investment adviser; (ii) places limitations on such Subscriber Covered Person's activities, functions or operations; or (iii) bars such Subscriber Covered Person from being associated with any entity or from participating in the offering of any penny stock.
- ☒ (e) No Subscriber Covered Person is subject to any order of the SEC entered within the past five years that orders such Subscriber Covered Person to cease and desist from committing or causing a violation or future violation of: (i) any scienter-based anti-fraud provision of the federal securities laws, including, without limitation, Section 17(a)(1) of the Securities Act, Section 10(b) of the Securities Exchange Act, Rule 10b-5 promulgated under the Securities Exchange Act, Section 15(c)(1) of the Securities Exchange Act, and Section 206(1) of the Investment Advisers Act, or any other rule or regulation thereunder; or (ii) Section 5 of the Securities Act.
- ☒ (f) No Subscriber Covered Person is suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade.
- ☒ (g) No Subscriber Covered Person has filed, as a registrant or issuer, and no Subscriber Covered Person has been an underwriter, or named as an underwriter, in any registration statement or Regulation A offering statement filed with the SEC that, within the past five years, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, and no Subscriber Covered Person is the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued.
- ☒ (h) No Subscriber Covered Person is subject to a United States Postal Service false representation order entered within the past five years and no Subscriber Covered Person is subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations.
- ☒ (i) No Subscriber Covered Person is presently in receipt of a Wells Notice or similar notice from the United States Department of Justice, the SEC or CFTC, any state regulator or any self-regulatory organization (e.g., FINRA,

